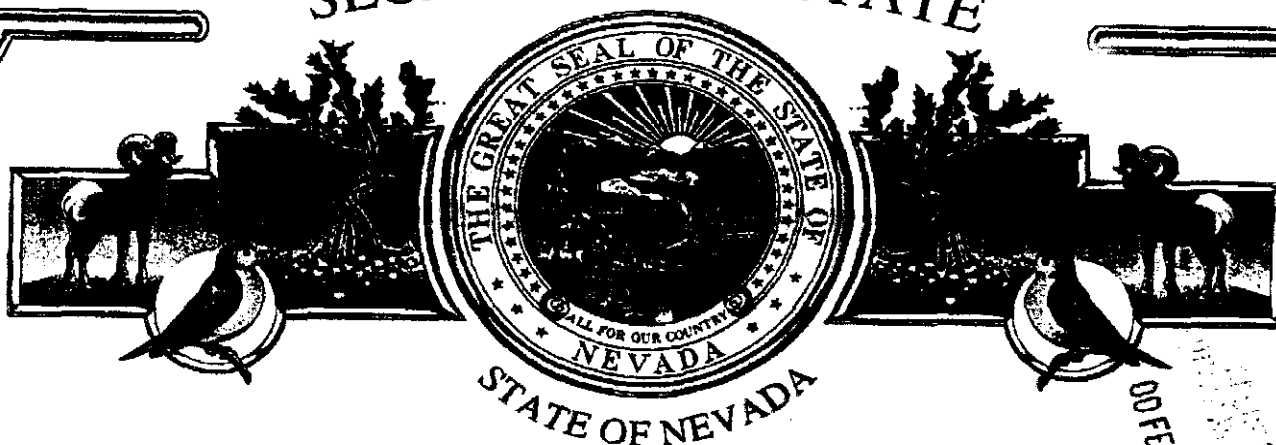


**EXHIBIT 2**

**CERTIFICATE OF INCORPORATION**

## SECRETARY OF STATE

CERTIFICATE OF EXISTENCE  
WITH STATUS IN GOOD STANDING

I, DEAN HELLER, the duly elected and qualified Nevada Secretary of State, do hereby certify that I am, by the laws of said State, the custodian of the records relating to filings by corporations, limited-liability companies, limited partnerships, limited-liability partnerships and business trusts pursuant to Title 7 of the Nevada Revised Statutes which are either presently in a status of good standing or were in good standing for a time period subsequent of 1976 and am the proper officer to execute this certificate.

I further certify that the records of the Nevada Secretary of State, at the date of this certificate, evidence, **NET COMMUNICATIONS CORP.**, as a corporation duly organized under the laws of Nevada and existing under and by virtue of the laws of the State of Nevada since July 21, 1998, and is in good standing in this state.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Great Seal of State, at my office, in Carson City, Nevada, on February 4, 2000.



*Dean Heller*

Secretary of State

By

*Joann Larson*

Certification Clerk

RECEIVED  
STATE OF NEVADA  
00 FEB 14 PM 2:48



## OFFICE OF THE SECRETARY OF STATE

JESSE WHITE • Secretary of State

MARCH 14, 2000

6093-171-2

**PARASEC**

SES, INC.

640 Barrett Drive, Suite A  
Sacramento CA 95814  
(800) 533.7272

RE NET COMMUNICATIONS CORP.

DEAR SIR OR MADAM:

IT IS OUR PLEASURE TO APPROVE YOUR REQUEST TO TRANSACT BUSINESS IN THE STATE OF ILLINOIS. ENCLOSED PLEASE FIND A CERTIFICATE OF AUTHORITY, ACKNOWLEDGING YOUR REGISTRATION.

THESE DOCUMENTS MUST BE RECORDED IN THE OFFICE OF THE RECORDER OF THE COUNTY IN ILLINOIS IN WHICH THE REGISTERED OFFICE OF THE CORPORATION IS LOCATED, AS PROVIDED BY SECTION 1.10 OF THE BUSINESS CORPORATION ACT OF THIS STATE. FOR FURTHER INFORMATION CONTACT YOUR RECORDER OF DEEDS.

THE CORPORATION MUST FILE AN ANNUAL REPORT AND PAY FRANCHISE TAXES PRIOR TO THE FIRST DAY OF ITS ANNIVERSARY MONTH (MONTH OF QUALIFICATION) NEXT YEAR. A PRE-PRINTED ANNUAL REPORT FORM WILL BE SENT TO THE REGISTERED AGENT AT THE ADDRESS SHOWN ON THE RECORDS OF THIS OFFICE APPROXIMATELY 60 DAYS PRIOR TO ITS ANNIVERSARY MONTH.

SECURITIES CANNOT BE ISSUED OR SOLD EXCEPT IN COMPLIANCE WITH THE ILLINOIS SECURITIES LAW OF 1953, 815 ILLINOIS COMPILED STATUTES, 5/1 ET SEQ. FOR FURTHER INFORMATION, CONTACT THE OFFICE OF THE SECRETARY OF STATE, SECURITIES DEPARTMENT AT (217) 782-2256 OR (312) 793-3384.

SINCERELY YOURS,

JESSE WHITE  
SECRETARY OF STATE

DEPARTMENT OF BUSINESS SERVICES  
CORPORATION DIVISION  
TELEPHONE (217) 782-6961

JW:CD

File Number 6053-171-2

## State of Illinois Office of The Secretary of State

**Whereas,** APPLICATION FOR CERTIFICATE OF AUTHORITY TO TRANSACT  
BUSINESS IN THIS STATE OF  
NET COMMUNICATIONS CORP.  
INCORPORATED UNDER THE LAWS OF THE STATE OF NEVADA HAS BEEN FILED  
IN THE OFFICE OF THE SECRETARY OF STATE AS PROVIDED BY THE BUSINESS  
CORPORATION ACT OF ILLINOIS, IN FORCE JULY 1, A.D. 1984.

Now Therefore, I, Jesse White, Secretary of State of the State of Illinois, by virtue of the powers vested in me by law, do hereby issue this certificate and attach hereto a copy of the Application of the aforesaid corporation.

In Testimony Whereof, I hereto set my hand and cause to be affixed the Great Seal of the State of Illinois, at the City of Springfield, this 14TH day of MARCH A.D. 2000 and of the Independence of the United States the two hundred and 24TH



C-2123

*Jesse White*  
Secretary of State

Form **BCA-13.15**  
(Rev. Jan. 1999)

**APPLICATION FOR CERTIFICATE  
OF AUTHORITY TO  
TRANSACTION BUSINESS IN ILLINOIS**

**SUBMIT IN DUPLICATE**

Jesse White, Secretary of State  
Department of Business Services  
Springfield, IL 62756  
Telephone (217) 782-1834  
http://www.sos.state.il.us

This space for use by Secretary of State

**FILED**

MAR 14 2000

**JESSE WHITE  
SECRETARY OF STATE**

This space for use by  
Secretary of State

Date 03/14/00  
License Fee \$  
Franchise Tax \$ 157.50  
Filing Fee \$ 75.00  
Penalties \$  
Approved: Mr. \$262.50

Payment must be made by:  
Certified check, cash, or check  
Illinois attorney's check, Illinois  
C.P.A. check, or money order  
payable to Secretary of State.

1. (a) CORPORATE NAME: NET COMMUNICATIONS CORP.

(Complete item 1 (b) only if the corporate name is not available in this state.)

(b) ASSUMED CORPORATE NAME:

(By electing this assumed name, the corporation hereby agrees NOT to use its corporate name in the transaction of business in Illinois. Form BCA 4.15 is attached.)

2. (a) State or Country of Incorporation: STATE OF NEVADA

(b) Date of Incorporation: July 21, 1998

(c) Period of Duration: Perpetual

3. (a) Address of the principal office, wherever located:

(b) Address of principal office in Illinois:

5300 West Sahara, Suite 101

(If none, so state)  
None

Las Vegas, Nevada 89146

4. Name and address of the registered agent and registered office in Illinois.

Registered Agent: PARACORE INCORPORATED

First Name

Middle Name

Last Name

Registered Office: ONE WEST OLD STATE CAPITAL PLAZA

Number

Street

Suite #

SPRINGFIELD

62701

SANGAMON

City

ZIP Code

County

5. States and countries in which it is admitted or qualified to transact business: (Include state of incorporation)

NEVADA, CALIFORNIA, TEXAS

6. Names and residential addresses of officers and directors:

Name	No. & Street	City	State	ZIP
President	Lucio Rodriguez	2635 Camino del Rio South #101	San Diego, CA	92108
Secretary	Edgardo Morelos	2635 Camino del Rio South #101	San Diego, CA	92108
Director	Lucio Rodriguez	2635 Camino del Rio South #101	San Diego, CA	92108
Director	Edgardo Morelos	2635 Camino del Rio South #101	San Diego, CA	92108
Director	Marcos Luciano	2635 Camino del Rio South #101	San Diego, CA	92108

If more than 3, attach list

9. Purpose or purposes proposed to be pursued in transacting business in this state:

(If not sufficient space to cover this point, add one or more sheets of this size.)

To engage in any lawful activity for which corporations may be organized under the General Corporation Laws of the State of Nevada and as permitted by the Illinois Business Corporation Act of 1983, including, but not limited to long distance telephone services

8. Authorized and issued shares:

Class	Series	Par Value	Number of Shares Authorized	Number of Shares Issued
<u>Common</u>		<u>No Par Value</u>	<u>25,000</u>	<u>15,000</u>

9. Paid-in Capital: \$150,000

.833333

("Paid-in Capital" replaces the terms Stated Capital & Paid-in Surplus and is equal to the total of these accounts.)

10. (a) Give an estimate of the total value of all the property of the corporation for the following year: \$ 100,000
- (b) Give an estimate of the total value of all the property of the corporation for the following year that will be located in Illinois: \$ None
- (c) State the estimated total business of the corporation to be transacted by it everywhere for the following year: \$ 500,000
- (d) State the estimated annual business of the corporation to be transacted by it at or from places of business in the State of Illinois: \$ 150,000

11. Interrogatories: (Important - this section must be completed.)

c/o Parasec Incorporated  
One West Old State Capital  
Plaza #805  
Springfield IL 62701

- (a) Office or offices to which all contracts with the corporation are forwarded for final acceptance: None
- (b) Number of shares of all classes owned by residents of Illinois: None
- (c) Number of shares of all classes owned by non-residents of Illinois: 15,000 shares
- (d) Is the corporation transacting business in this state at this time? No
- (e) If the answer to item 11(d) is yes, state the exact date on which it commenced to transact business in Illinois:

12. This application is accompanied by a certified copy of the articles of incorporation, as amended, duly authenticated, within the last ninety (90) days, by the proper officer of the state or country wherein the corporation is incorporated.

13. The undersigned corporation has caused this statement to be signed by its duly authorized officers, each of whom affirms, under penalties of perjury, that the facts stated herein are true. (All signatures must be in BLACK INK.)

Dated February 25 2000  
(Month & Day) (Year)

NET COMMUNICATIONS CORP.  
(Exact Name of Corporation)

attested by EDUARDO MORELOS, Secretary  
(Signature of Secretary or Assistant Secretary)  
(Type or Print Name and Title)

by LUCIO RODRIGUEZ, President  
(Signature of President or Vice President)  
(Type or Print Name and Title)

PROPERTY as used in this application shall apply to all property of the corporation, real, personal, tangible, intangible, or mixed without qualifications.

When the response to #11(a) lists ONLY an Illinois address, then the total business as reflected in #10(c) is also considered to be Illinois business for the purpose of computing the Illinois allocation factor. By signing this application, the corporation affirms that it is aware that the amount of paid-in capital, and consequently the amount of license fees and franchise taxes, may be proportionately higher due to the Illinois address shown under #11(a).